

OFFICIAL FILE

ICC DOCKET NO. 00-0439

ILLINOIS POWER EXHIBIT NO. 2.3

WITNESS BRIAN H. MARTIN

DATE 4-12-01 REPORTER CB

IP Exhibit 2.3
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**ICC DOCKET NO. 00-0439
ILLINOIS POWER COMPANY'S
MGP REMEDIATION MANAGEMENT PROGRAM**

During the 1800's and early 1900's, gas was manufactured by heating coal, coke or oil at facilities called gas plants. The manufactured gas was used for lighting, heating and cooking. The gasification process used at these plants also produced certain by-products and residues, including various residual materials (other than gas) remaining after completion of the gas making process, such as tar, water gas tar ("MGP by-products"), as well as ash, spent oxide box filler, tar/oil and other coal gasification residues. The companies, for the most part, sold, handled and/or disposed of MGP by-products and residues in accordance with the reasonable practices of the day and age in which the plants operated. MGP by-products were often sold for various uses and/or sold and refined for use in various products. Production and sale of manufactured gas ceased when the production and sale of manufactured gas could no longer compete economically with natural gas.

Certain substances contained in the MGP by-products and residues that only recently have been regulated by Federal and State authorities have allegedly been released into the environment at or around the MGP sites. Soil, sediments, surface water and/or groundwater at former MGP sites may be contaminated with volatile and semi-volatile organic compounds, including polynuclear aromatic hydrocarbons (PAHs), phenols, heavy metals, and cyanide. In some cases, tar and/or contaminated groundwater may have migrated off-site. General categories of remediation activities which may be applicable to former MGP sites include institutional controls, source removal, soil excavation and treatment or disposal, containment (capping, chemical fixation or physical barriers), bioremediation, and pumping and treatment of groundwater.

IP is, or will be, incurring costs for remedial investigations, risk assessments, feasibility studies, interim remedial actions, property acquisition, groundwater monitoring, program and project management, site remediation, community relations activities, and project oversight by the Illinois EPA at its 25 sites. IP Exhibit 2.4 provides a listing of these sites.

The 25 sites were ranked in terms of the potential for adverse impact to human health and welfare at each site. This ranking, developed as part of the MGP site investigation process, is being used by the Company to prioritize its remediation activities at the respective sites according to perceived risk. The Company periodically reviews and amends the ranking to reflect new information.

The Illinois Power MGP site investigation and remedial management program is based on the Illinois EPA Tiered Approach to Corrective Action Objectives (TACO) regulations. The Company implements the TACO regulations with the Illinois EPA Site Remediation Program.

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ILLINOIS COMMERCE COMMISSION
On Its Own Motion

-Vs-

Illinois Power Company

Reconciliation of revenues collected under the
Coal Tar riders with prudent costs associated
with coal tar clean up expenditures

Docket 00-0439

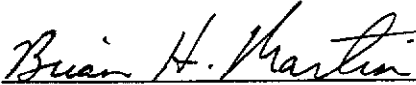
AFFIDAVIT OF BRIAN H. MARTIN

STATE OF ILLINOIS)
) SS
COUNTY OF MACON)

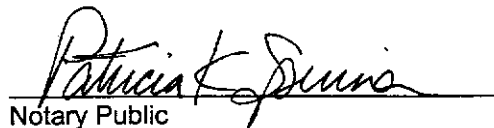
BRIAN H. MARTIN, being duly sworn, attests as follows:

1. I am over 21 years of age, have never been convicted of a felony, and am otherwise competent to give this affidavit.
2. All facts in this affidavit are based upon my personal knowledge.
3. I am Manager of the Environmental Services Department for Illinois Power Company, with primary responsibility for Illinois Power's coal tar clean up and related programs.
4. If called to testify in this matter, the prepared testimony in IP Exhibit 2.1 accurately reflects what I would say.
5. The exhibits identified as IP Exhibit 2.2, IP Exhibit 2.3, IP Exhibit 2.4, IP Exhibit 2.5, IP Exhibit 2.6 and IP Exhibit 2.7 are true and accurate reproductions of the originals, which were made or kept in the ordinary course of business at Illinois Power, and over which I have custodial authority.

Further Affiant Sayeth Not.


Brian H. Martin

Appearing before me this 11th day of April 2001, came Brian H. Martin, having been properly identified and personally known to me, and swore under oath that all matters in the foregoing affidavit were true and correct.


Notary Public

* OFFICIAL SEAL *
Patricia K. Spinner
Notary Public, State of Illinois
My Commission Expires 11/16/2001